

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

IN RE:

PG&E Corporation

-and-

Pacific Gas and Electric Company,
Debtors.

Case No. 19-30088
Chapter 11
(Lead Case)
(Jointly Administered)

DECLARATION OF JOSE VILLALBA

I, Jose Villalba, hereby state and declare as follows:

1. I am over eighteen years of age and competent to make this Declaration.
2. I am the Vice President of Contracts for Osmose Utilities Services, Inc. ("Osmose"), and I am authorized to submit this Declaration on behalf of Osmose.
3. I have been employed with Osmose since January of 2014, and I have held my current position since January of 2019. Through my responsibilities as Vice President of Contracts, I have personal knowledge of the manner in which Osmose creates and maintains records regarding the Osmose Contracts (as defined below), including any invoices relating thereto (the "Invoices"). It is Osmose's regular business practice for an employee with personal knowledge to make a written or computerized record of any Invoices sent to the applicable customer, and of payments on account of such Invoices, at or near the time of such transactions. Based on my review of Osmose's records, I know that Osmose followed its regular business practice in this case.
4. Except as otherwise indicated herein, the facts set forth in this Declaration are based upon my personal knowledge, my review of relevant documents created and maintained by Osmose in the regular course of its business, and information provided to me by Osmose or its agents. If called to testify, I could and would testify to the facts set forth in this Declaration.
5. This Declaration is submitted in support of *Osmose Utilities Services, Inc.'s Limited Objection to (I) Schedule of Executory Contracts and Unexpired Leases to be Assumed Pursuant to the Plan and Proposed Cure Amounts; and (II) Debtors' and Shareholder Proponents' Joint*

Chapter 11 Plan of Reorganization Dated March 16, 2020 (the "Limited Objection")¹ filed contemporaneously herewith.

I. BACKGROUND

6. Osmose is a utilities services provider that, among other things, develops and sells a variety of products designed to protect, preserve, repair, and restore a customer's transmission and distribution infrastructure.

7. Osmose also licenses "O-Calc Pro," a unique structural analysis software for utility poles that permits the user to perform comprehensive pole loading analyses for joint use, equipment or line upgrades, system hardening, and pole replacement.

II. THE OSMOSE CONTRACTS

8. As relevant here, Osmose and the Debtors are party to certain contracts, including (as follows, collectively, the "Osmose Contracts"):

- (a) Software and Maintenance Agreement (No. C310);
- (b) Pole Test & Treat (No. C6201);
- (c) Utility Pole Visual Assessment (No. C9112); and
- (d) Pole Loading Assessment (No. C12683).

9. The contract terms of all the Osmose Contracts are unexpired.

10. Osmose currently provides services to the Debtors under the Osmose Contracts and issues to the Debtors Invoices in the ordinary course of business. Based on this current relationship with the Debtors, Osmose has issued or will issue Invoices to the Debtors which will be due and payable after May 15, 2020.

11. Prior to the Petition Date, the Debtors defaulted under the Osmose Contracts and accrued an unpaid balance of no less than \$866,506.97.

12. It is my understanding that Osmose filed a proof of claim in the Chapter 11 Cases against the Debtors for the accrued and unpaid balance (the "Proof of Claim"). A true and accurate copy of the Proof of Claim is attached hereto as **Exhibit A**.

¹ Capitalized terms used but not otherwise defined in this Declaration shall have the meanings ascribed to such terms in the Limited Objection.

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[illegible]

1 Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true
2 and correct to the best of my knowledge and belief.

3
4 Dated: May 15, 2020



JOSE VILLALBA